

RECORDATION NO. 20646-CC FILED

JUN 22 '01 12:59 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 22, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary document: Memorandum to Amend the Filing of Asset Purchase, Assignment and Assumption Agreement, dated June 18, 2001.

The enclosed document relates to the Agreement which was previously filed with the Board under Recordation Number 20646-L.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.  
9367 Allen Road  
West Chester, OH 45069

Assignee: Firstar Bank, N.A.  
425 Walnut Street  
Cincinnati, Ohio 45202

Mr. Vernon A. Williams  
June 22, 2001  
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A description of the railroad equipment covered by the enclosed documents is:

2 railcars deleted: SIRX 525170 AND 525156  
1 railcar added: AEX 5002

A short summary of the document to appear in the index follows:

Memorandum to Amend Filing of Asset Purchase, Assignment  
and Assumption Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface  
Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM TO AMEND THE FILING  
OF  
ASSET PURCHASE, ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum shall amend the filing of the Asset Purchase, Assignment and Assumption Agreement (the "Agreement") entered into as of November 4, 1997, by and between THE VAUGHN GROUP, INC. (formerly known as The Vaughn Group, Ltd.), as Assignor, and FIRSTAR BANK, N.A. (formerly known as Star Bank, National Association), as Assignee, as follows:

1. Assignor and Assignee entered into the Agreement, which was duly filed with the Surface Transportation Board on November 17, 1997 under Recordation Number 20646-L.
2. The Agreement is hereby amended to delete two (2) covered hopper railcars identified with marking numbers SIRX 525170 and SIRX 525156.
3. The Agreement is hereby further amended to add one (1) covered hopper railcar identified with marking number AEX 5002.

IN WITNESS WHEREOF, this Memorandum is duly executed this 18<sup>th</sup> day of June 2001.

**THE VAUGHN GROUP, INC.**

By: 

Name: JOHN J. CATALANO

SENIOR VICE PRESIDENT AND COO

Title: \_\_\_\_\_

**FIRSTAR BANK, N.A.**

By: 

Name: Chay Cho

Title: VP

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SURFACE TRANSPORTATION BOARD

STATE OF OHIO

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) SS:

COUNTY OF BUTLER

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On this 18<sup>th</sup> day of June 2001, before me personally appeared John J. Catalans, to me personally known, who being duly sworn, says that he is the Sr. Vice President & COO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé  
Notary Public

KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-05

STATE OF OHIO

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) SS:

COUNTY OF HAMILTON

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On this 19 day of June 2001, before me personally appeared Chang Cho, to me personally known, who being duly sworn, says that (s)he is the Vice President of FIRSTAR BANK, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darlene Williams  
Notary Public

DARLENE WILLIAMS  
Notary Public, State of Ohio  
My Commission Expires April 12, 2004

My commission expires: